

PACHULSKI STANG ZIEHL & JONES LLP
780 Third Avenue, 36th Floor
New York, New York 10017
Telephone: 212-561-7700
Facsimile: 212-561-7777
Richard M. Pachulski
Laura Davis Jones
Debra I. Grassgreen
Joshua M. Fried
Maria A. Bove

Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

MESA AIR GROUP, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 10-10018 (MG)

(Jointly Administered)

**DEBTORS' AMENDED THIRD NOTICE OF
INTENT TO REJECT LEASES RELATING TO
CERTAIN AIRCRAFT PURSUANT TO DEBTORS' PROCEDURES SET
FORTH IN AMENDED ORDER ENTERED ON FEBRUARY 23, 2010**

(RE: AIRCRAFT SERVICES CORP AND POLARIS HOLDING CO., OWNER PARTICIPANTS, WELLS FARGO BANK NORTHWEST, OWNER TRUSTEE, CANADIAN REGIONAL AIRCRAFT FINANCE TRANSACTION NO. 1, LOAN PARTICIPANT AND LENDER, US BANK CORPORATE TRUST SERVICES, INDENTURE TRUSTEE, AND POLARIS HOLDING CO., OWNER PARTICIPANT)

PLEASE TAKE NOTICE that the debtors and debtors in possession (collectively, the “Debtors”) hereby give notice to the owner participants, owner trustees, loan participants, indenture trustees, and lenders set forth on Exhibit 1 annexed hereto (the “Aircraft Parties”) of the Debtors’ intent to reject the three (3) aircraft leases (the “Leases”) in their entirety related to

¹ The Debtors are: Mesa Air Group, Inc. (2351); Mesa Air New York, Inc. (3457); Mesa In-Flight, Inc. (9110); Freedom Airlines, Inc. (9364); Mesa Airlines, Inc. (4800); MPD, Inc. (7849); Ritz Hotel Management Corp. (7688); Regional Aircraft Services, Inc. (1911); Air Midwest, Inc. (6610); Mesa Air Group Airline Inventory Management, LLC (2015); Nilchi, Inc. (5531); and Patar, Inc. (1653).

three (3) CRJ-200 aircraft, with the airframes having the U.S. Registration Numbers as identified in Exhibit 1 (the “Excess Leased Equipment.”)²

PLEASE TAKE FURTHER NOTICE that, on February 23, 2010, the Bankruptcy Court entered its *Order (I) Authorizing Debtors to (A) Reject Leases Relating to Certain Aircraft and Other Related Equipment, (B) Abandon Certain Aircraft, Engines, and Other Related Equipment, (C) Transfer Title to Certain Aircraft, Engines, and Other Related Equipment, and (D) Satisfy the Surrender and Return Requirements Under the Bankruptcy Code, and (II) Approving Related Notices and Procedures* (the “Order”),³ a copy of which is available upon request from the Debtors’ counsel and which is also available for review on www.epiq11.com (follow “All Active Cases” and “Mesa Air Group, Inc.” links). All capitalized terms not defined herein have the meaning ascribed to them in the Order. This Notice is being provided to you in accordance with the Order as a Subsequent Rejection Notice.

PLEASE TAKE FURTHER NOTICE that unless an affected Aircraft Party timely objects to this Amended Notice and the proposed Lease rejections, as the case may be, and related surrender and return of the Excess Leased Equipment, the rejection of the Leases, as the case may be, will be effective (i) March 30, 2010 as to Items 1 and 2 on Exhibit 1 and (ii) May 1, 2010 as to Item No. 3 on Exhibit 1 (as applicable, the “Deemed Effective Date”), without need of any further Court order or additional notice, subject to the rights to object as set forth in the Order, and as of the Deemed Effective Date, the applicable Aircraft Party may take possession of the Excess Leased Equipment as of the date(s) and at the location(s) set forth on Exhibit 1. In accordance with the terms of the *Stipulation and Agreement Under Section 1110(b) of the*

² This Notice is being filed pursuant to the Stipulation Notice of Filing of Section 1110(b) Agreement Between Debtors and Canadian Regional Aircraft Finance Transaction No. 1 Limited (“CRAFT”) [Docket No. 425].

³ On February 24, 2010, the Debtors filed with the Court an amended exhibit A-2 to the Order [Docket No. 360].

Bankruptcy Code Between Debtors and Canadian Regional Aircraft Finance Transaction No. 1 Limited with Respect to (2) CRJ-200 Aircraft (the “Section 1110(b) Stipulation”) that was approved on March 5, 2010, CRAFT has agreed not to exercise any remedies or assert any claims arising solely from any alleged default on the basis that any Excess Leased Equipment returned does not have the original engines installed ‘on wing’ provided that the Debtors comply with the requirements of the Section 1110(b) Stipulation. The Excess Leased Equipment will be returned to the Final Return Location (as defined in the Section 1110(b) Stipulation).

PLEASE TAKE FURTHER NOTICE that if any affected Aircraft Party wishes to object to the rejection of the applicable Lease, such affected party must file and serve such objection in accordance with the following procedures:

(a) The Debtors’ rejection of the applicable Lease pursuant to this Notice will be effective as of the Deemed Effective Date, without the need of any further order or notice, if no objection thereto is filed with the Court and served so as to be received by 4:00 p.m. (prevailing Eastern Time) on the 7th business day after the filing and service of this Notice, on (i) the United States Bankruptcy Court of the Southern District of New York, One Bowling Green, New York, New York 10004, (ii) the Office of the United States Trustee for the Southern District of New York (the “OUST”), 33 Whitehall Street, 21st Floor, New York, New York 10004, (iii) Pachulski Stang Ziehl & Jones LLP, 150 California Street, 15th Floor, San Francisco, California 94111 (Attn: Debra I. Grassgreen and Joshua M. Fried), and Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 36th Floor, New York, New York 10017 (Attn: Maria A. Bove), attorneys for the Debtors, (iv) Mesa Air Group, Inc., Law Department 410 N. 44th St. Suite 700, Phoenix, Arizona 85008, (Attn: Brian S. Gillman, Esq.), and (v) counsel to the Committee, Morrison & Foerster, 1290 Avenue of the Americas, New York, New York 10104 (Attn: Brett H. Miller) (“Committee Counsel”) (collectively, the “Notice Parties”).

(b) If a timely objection is filed and served, the effective date of rejection will be (i) the originally proposed Deemed Effective Date if the objection is overruled or withdrawn or (ii) such other date as determined by the Bankruptcy Court after a hearing on the objection. Further, the Court may adjust the Deemed Effective Date in accordance with the procedures set forth in paragraph 2 of the Order on account of the Enumerated Matters (as such term is defined in the Order) or any other breach of the Order.

(c) A hearing on any objection to this Notice will be held on the next scheduled omnibus hearing date in the Debtors' cases, provided that the objecting party is provided by the Debtors at least five (5) business days' prior written notice of such hearing date and time, and provided further that the foregoing is without prejudice to the Debtors and/or objecting party to move for an expedited hearing (on less than five (5) business days' notice).

(d) The Debtors must file and serve on the objecting party, the OUST and the Committee Counsel any reply to any objection at least two (2) business days prior to the scheduled hearing.

PLEASE TAKE FURTHER NOTICE that paragraphs 2 and 9 of the Order set forth important deadlines regarding the assertion of claims and rights.

Dated: March 26, 2010
New York, New York

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Debra I. Grassgreen

Richard M Pachulski
Laura Davis Jones
Debra I. Grassgreen
Joshua M. Fried
Maria A. Bove

780 Third Avenue, 36th Floor
New York, New York 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777

Attorneys for Debtors and Debtors in Possession

EXHIBIT 1

Listed Excess Leased Equipment to Be Rejected on Deemed Effective Date

INDEX

Counterparties and other parties in interest should locate their names in the index below and refer to the listed page(s) of the attached exhibit. Parties in interest should review the exhibit in its entirety out of an abundance of caution.

<u>Applicable Counterparty and Other Parties in Interest:</u>	<u>Page of attached Exhibit 1:</u>
Aircraft Services Corporation, c/o GE Aviation Services, Inc.	1-2
Canadian Regional Aircraft Finance Transaction No. 1.	1-3
Polaris Holding Company, c/o GE Capital Aviation Services, Inc.	3
U.S. Bank Corporate Trust Services	1-3
Wells Fargo Bank Northwest, N.A.	1-3

Item No.	Lessors/Secured Parties and Other Related Party Addresses	Lessee/ Debtor	Airframe Mfr. & Model	Airframe Mfr. Serial No.	U.S. Reg. No.	Deemed Effective Date and Proposed Return Location
<u>1</u>	<p><u>Owner Participant:</u> Aircraft Services Corporation, c/o GE Capital Aviation Services, Inc. Attn: Leader-Contracts 201 High Ridge Road Stamford, CT 06927 Tel: 203-357-4482 Fax: 203-357-3201</p> <p><u>Owner Trustee / Lessor:</u> Wells Fargo Bank Northwest, NA (formerly First Security Bank) 79 South Main Street Salt Lake City, UT 84111 Attn: Corporate Trust Department Tel: 801-246-5819 Fax: 801-246-5053</p> <p><u>Loan Participant:</u> Canadian Regional Aircraft Finance Transaction No. 1 Limited ("CRAFT") 22 Grenville Street St. Helier Jersey Channel Islands Attn: Mourant & Co. Secretaries Limited, Group 12 Tel 44 (0) 1534 609 000 Fax: 44 (0) 1534 609 333</p> <p><u>Indenture Trustee:</u> U.S. Bank Corporate Trust Services One Federal Street, 3rd Floor Boston, MA 02110 Attn: David Ganss Tel: 617-603-6580 Fax: 617-603-6669</p> <p><u>Lender:</u> Canadian Regional Aircraft Finance Transaction No. 1 Limited 22 Grenville Street St. Helier Jersey Channel Islands Attn: Mourant & Co. Secretaries Limited, Group 12 Tel 44 (0) 1534 609 000 Fax: 44 (0) 1534 609 333</p>	Mesa Airlines, Inc.	CL-600-2B19 (CRJ-200)	7202	N47202	<p>March 30, 2010.</p> <p>Mesa's Columbia, South Carolina maintenance facility (inspection location) and to be returned to the Final Return Location within the timeframe set forth in the Section 1110(b) Stipulation with the following engines installed or to be shipped:</p> <p>SN 872241 (installed) SN 872265 (shipped)</p>

Item No.	Lessors/Secured Parties and Other Related Party Addresses	Lessee/ Debtor	Airframe Mfr. & Model	Airframe Mfr. Serial No.	U.S. Reg. No.	Deemed Effective Date and Proposed Return Location
<u>2</u>	<p><u>Owner Participant:</u> Aircraft Services Corporation, c/o GE Capital Aviation Services, Inc. Attn: Leader-Contracts 201 High Ridge Road Stamford, CT 06927 Tel: 203-357-4482 Fax: 203-357-3201</p> <p><u>Owner Trustee / Lessor:</u> Wells Fargo Bank Northwest, NA (formerly First Security Bank) 79 South Main Street Salt Lake City, UT 84111 Attn: Corporate Trust Department Tel: 801-246-5819 Fax: 801-246-5053</p> <p><u>Loan Participant:</u> Canadian Regional Aircraft Finance Transaction No. 1 Limited ("CRAFT") 22 Grenville Street St. Helier Jersey Channel Islands Attn: Maurant & Co. Secretaries Limited, Group 12 Tel 44 (0) 1534 609 000 Fax: 44 (0) 1534 609 333</p> <p><u>Indenture Trustee:</u> U.S. Bank Corporate Trust Services One Federal Street, 3rd Floor Boston, MA 02110 Attn: David Ganss Tel: 617-603-6580 Fax: 617-603-6669</p>	Mesa Airlines, Inc.	CL-600-2B19 (CRJ-200)	7208	N37208	<p>March 30, 2010.</p> <p>Mesa's Columbia, South Carolina maintenance facility (inspection location) and to be returned to the Final Return Location within the timeframe set forth in the Section 1110(b) Stipulation with the following engines installed or to be shipped:</p> <p>SN 872268 (shipped) SN 872296 (installed)</p>

Item No.	Lessors/Secured Parties and Other Related Party Addresses	Lessee/ Debtor	Airframe Mfr. & Model	Airframe Mfr. Serial No.	U.S. Reg. No.	Deemed Effective Date and Proposed Return Location
<u>3</u>	<p><u>Owner Participant:</u> Polaris Holding Company, c/o GE Capital Aviation Services, Inc. Attn: Leader-Contracts 201 High Ridge Road Stamford, CT 06927 Tel: 203-357-4482 Fax: 203-357-3201</p> <p><u>Owner Trustee / Lessor:</u> Wells Fargo Bank Northwest, NA (formerly First Security Bank) 79 South Main Street Salt Lake City, UT 84111 Attn: Corporate Trust Department Tel: 801-246-5819 Fax: 801-246-5053</p> <p><u>Loan Participant:</u> Canadian Regional Aircraft Finance Transaction No. 1 Limited ("CRAFT") 22 Grenville Street St. Helier Jersey Channel Islands Attn: Maurant & Co. Secretaries Limited, Group 12 Tel 44 (0) 1534 609 000 Fax: 44 (0) 1534 609 333</p> <p><u>Indenture Trustee:</u> U.S. Bank Corporate Trust Services One Federal Street, 3rd Floor Boston, MA 02110 Attn: David Ganss Tel: 617-603-6580 Fax: 617-603-6669</p>	Mesa Airlines, Inc.	CL-600-2B19 (CRJ-200)	7217	N17217	<p>May 1, 2010</p> <p>Mesa's Hot Springs, Arkansas maintenance facility (inspection location) and to be returned to the Final Return Location within the timeframe set forth in the Section 1110(b) Stipulation with the following engines installed or shipped:</p> <p>SN 872204 (shipped) SN 872319 (installed)</p>